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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
	:	(Jointly Administered)
Debtors.	:	
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NOTICE OF FILING OF NOTICE OF ASSUMPTION AND
ASSIGNMENT WITH RESPECT TO EXECUTORY
CONTRACT TO BE ASSUMED AND ASSIGNED
TO DIP HOLDCO 3, LLC UNDER MODIFIED PLAN OF REORGANIZATION

("NOTICE OF SEPTEMBER 14, 2009 FILING OF DIP HOLDCO 3, LLC
ASSUMPTION AND ASSIGNMENT NOTICE")

1. On June 16, 2009, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (the "Debtors"), filed the First Amended Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession (As Modified) (the "Modified Plan") (Docket No. 17030).

2. On the same date, the Debtors also filed the Supplement To First Amended Disclosure Statement With Respect To First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession (As Modified) (Docket No. 17031).

3. Also on June 16, 2009, the Court entered the Order (A)(I) Approving Modifications To Debtors' First Amended Plan Of Reorganization (As Modified) And Related Disclosures And Voting Procedures And (II) Setting Final Hearing Date to Consider Modifications to Confirmed First Amended Plan Of Reorganization And (B) Setting Administrative Expense Claims Bar Date And Alternative Transaction Hearing Date (Docket No. 17032) (the "Modification Procedures Order"), as amended and supplemented by the Supplemental Modification Procedures Order entered on June 29, 2009 (Docket No. 17376), the Second Supplemental Modification Procedures Order entered on July 17, 2009 (Docket No. 18352), and the Third Supplemental Modification Procedures Order entered on July 21, 2009 (Docket No. 18551) (collectively, the "Supplemental Procedures").

4. Paragraph 35 of the Modification Procedures Order, as amended and supplemented by the Supplemental Procedures, requires that the Debtors send a notice to contract counterparties at least 20 days before the Effective Date of the Modified Plan identifying DIP Holdco 3, LLC (the "Company Buyer") as the party to which the Debtors would assign all of their rights, title, and interests in certain executory contacts and unexpired leases and

provide the contract counterparties with an opportunity to object to the proposed assumption, including an objection on account of a postpetition default. The Debtors have identified a certain additional executory contract that they intend to assign to the Company Buyer. Attached hereto as Exhibit A is a copy of the Company Buyer Notice that was served upon such contract counterparty, notifying it that the Debtors intend to assume an executory contract and assign it to DIP Holdco 3, LLC.

Dated: New York, New York
September 14, 2009

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